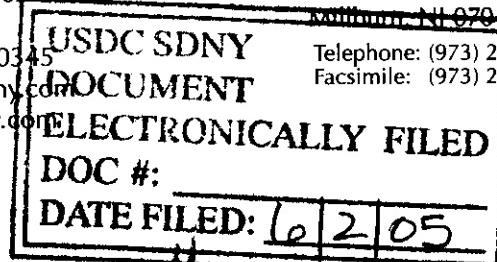


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**By Hand and E-Mail**

Honorable James C. Francis IV  
 United States Magistrate Judge  
 Daniel Patrick Moynihan United States Courthouse  
 500 Pearl Street, Room 1960  
 New York, New York 10007-1312

Re: American Steamship Owners Mutual Protection and Indemnity Association, Inc.  
 v. Alcoa Steamship Co., Inc., et al., No. 04 Civ. 04309 (LAK) (JCF)

Dear Judge Francis:

We are attorneys for the nominal plaintiff in the captioned declaratory judgment action, the "American Club", and write at this time to request a conference at Your Honor's earliest opportunity to discuss a modification of the current discovery schedule set by Magistrate Judge Frank Maas, in light of a conflict which has inadvertently developed in connection with the motion schedule recently ordered by Your Honor.

By Order dated March 22, 2005, copy attached, Judge Maas directed that the depositions of a then estimated approximately 20 fact witnesses be completed between April 29 and June 30, 2005.

Since March 22<sup>nd</sup>, the parties have continued to produce what has turned out to be many thousands of documents of well over 300,000 pages, along with privilege logs of many documents withheld and the parties have taken the depositions of a number of witnesses.

On May 10, 2005 we wrote to Your Honor to request a protective order regarding the improper disclosure of two of our opinion letters in the captioned matter and on May 11, 2005 Your Honor established a briefing schedule calling for argument of our motion on July 6, 2005.

Honorable James Francis  
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In the meantime, other disputes arose regarding alleged privileged documents included on the privilege logs of three of the nominal defendants, Keystone Shipping Company ("Keystone"), Farrell Lines ("Farrell") and American President Lines ("APL"); and with Your Honor's permission we included motions dealing with these matters in our motion papers served on May 27, 2005.

In our motion papers, we requested an Order deferring the depositions of the defendants' witnesses pending Your Honor's Orders regarding the production of defendants' alleged privileged materials. On the current schedule, however, these motions will not be resolved before July 6, 2005 which is after the current deadline for completing fact depositions on June 30, 2005.

Several of the witnesses for the nominal defendant APL reside in California and their depositions are currently scheduled for June 22<sup>nd</sup> – 24<sup>th</sup> in San Francisco. In our view (and for the reasons set forth in our papers filed on May 27<sup>th</sup>) it would make no practical or economic sense to go ahead with those depositions while the motions regarding defendants' alleged privileged materials are unresolved.

Accordingly, we urgently request a conference to discuss a modification of the discovery schedule to avoid possible multiple trips for a number of attorneys to California for possible multiple depositions of these witnesses. In the meantime, also, based upon the discovery to date, both we on behalf of the American Club and the attorneys representing Keystone and other defendants have increased the number of opposition witnesses to be deposed and it is unlikely that all of the depositions can be completed by June 30, 2005, considering all of the circumstances. The parties moreover have exchanged additional requests for production of documents, which may necessitate the recall of some previously deposed witnesses.

We understand that the defendants may cross move seeking additional documents and witnesses from the American Club as well.

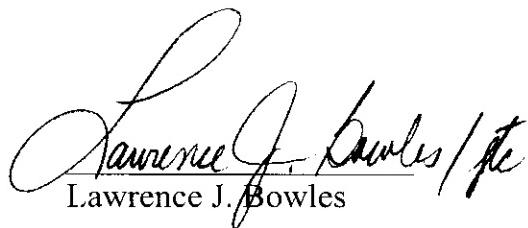
Accordingly, we respectfully request that a pre-trial conference be scheduled at Your Honor's earliest opportunity, any day within the next two weeks except for June 16, 2005 (for which the undersigned has an unavoidable prior professional commitment). 

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Thank you for your consideration.

Respectfully submitted,

Nourse & Bowles LLP

  
Lawrence J. Bowles, Jr.

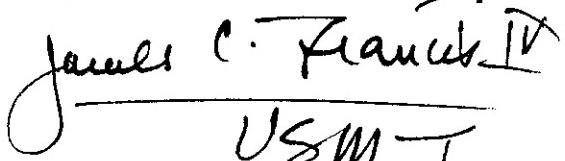
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Encl.

cc: All Counsel

6/2/05

Application denied. The depositions shall proceed as scheduled. If it is determined that depositions must be reopened because documents have been wrongfully withheld, the costs of those depositions shall be borne by the producing party.

(SO ORDERED.)

  
James C. Francis, IV  
USM/T